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GOLCONDA CORPORATION
39 SOUTH LA SALLE STREET
CHICAGO, ILLINOIS 60603
(312) 372-9500

NOTICE OF ANNUAL MEETING
OF SHAREHOLDERS
TO BE HELD JUNE 17, 1977

*To The Shareholders of*
GOLCONDA CORPORATION:

The Annual Meeting of Shareholders of Golconda Corporation (the "Company"), an Idaho corporation, will be held in Chicago, Illinois, at the office of the RegO Division, 4201 West Peterson Avenue, on Friday, June 17, 1977 at the hour of 9:00 A.M. local time for the following purposes:

(1) To elect a Board of Directors to serve for the next ensuing year;

(2) To approve a change in the state of incorporation of the Company from Idaho to Delaware by merging the Company into a wholly-owned Delaware subsidiary in accordance with an Agreement of Merger, substantially in the form attached as Exhibit A. The Company's name will change as a result of the merger to "RegO Company"; however, there will be no change in the Company's business, its assets or its management as a result of the merger; however, certain rights of shareholders will be changed as a result of the change in corporate domicile; and

(3) To consider and act upon such other matters as properly may come before the meeting.

Information relevant to the above is contained in the accompanying Proxy Statement to which your attention is invited. Only holders of Common Stock and/or Preferred Stock of record at the close of business on April 29, 1977 will be entitled to vote at the Meeting. For ten days prior to the Annual Meeting, a complete list of the shareholders entitled to vote at that Meeting will be available for inspection by any shareholder, for any purpose germane to the Meeting, at the Company's office, 39 South LaSalle Street, Chicago, Illinois, during usual business hours.

**Please fill in, sign and mail the enclosed proxy promptly in the addressed envelope supplied. If mailed in the United States, no postage is required. If you attend the meeting and vote in person, your proxy will not be used. The prompt return of your proxy will save expense involved in further communication.**

By Order of the Board of Directors

THOMAS L. SEIFERT
*Secretary*

Chicago, Illinois
May 9, 1977

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# GOLCONDA CORPORATION

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# GOLCONDA CORPORATION

## PROXY STATEMENT

The accompanying proxy is solicited by and on behalf of the management of Golconda Corporation (the "Company") for use at the Annual Meeting of Shareholders to be held at the office of the RegO Division, 4201 West Peterson Avenue, Chicago, Illinois, on Friday, June 17, 1977 at the hour of 9:00 A.M. local time, or at any adjournment thereof. You may revoke your proxy at any time prior to its exercise by presenting to the proxy holders a properly signed written request addressed to the Company at 39 South LaSalle Street, Chicago, Illinois 60603, Attention: Secretary.

On the record date, April 29, 1977, there were 2,774,392 shares of Common Stock and 380,902 shares of Convertible Preferred Stock outstanding. The holders of the Company's Common Stock and Convertible Preferred Stock are, with respect to the matters covered by this Proxy Statement, entitled to one vote for each share held and vote together as one class. However, the Articles of Incorporation of the Company permit cumulative voting by shareholders for Directors. Thus, each shareholder has a number of votes equal to the number of shares he owns multiplied by the number of Directors to be elected. He may cast these votes all for one nominee or may distribute them among more than one or all of the nominees as he chooses by so indicating on the proxy card. Unless the shareholders specify how their votes are to be distributed among the nominees, such votes will be distributed at the discretion of the proxy holders.

As of the date of this Proxy Statement the management knows of no matters to be brought before the meeting other than the election of Directors and the change in the state of incorporation. If, however, any other matters properly come before the meeting, it is the intention of the persons named in the enclosed form of proxy to vote such proxy in accordance with their judgment.

## PRINCIPAL SHAREHOLDER

The interest of Cerro-Marmon Corporation ("Cerro"), Chicago, Illinois, successor in interest to Cerro Corporation by way of merger effective February 24, 1976 (see "Accounting Matters"), in the Company as of April 29, 1977 equals 2,411,325 shares of the outstanding Common Stock, representing 86.9% of the outstanding Common Stock, and 281,635 shares of the outstanding Convertible Preferred Stock, representing 73.9% of the outstanding Convertible Preferred Stock. The Common Stock and Preferred Stock are held directly of record and the combined total of both classes of stock equals 85.3% of the voting stock of the Company. Cerro may be deemed a parent of the Company within the meaning of the federal securities laws. GL Corporation ("GL") owns all of the 5,000,000 outstanding shares of Common Stock of Cerro, representing 82% of the voting interest of Cerro. Mr. Robert A. Pritzker is the indirect beneficial owner of 28.8% of the outstanding stock of GL. Other members of the Pritzker family, which consists of the descendants, and certain of their spouses, of the late Nicholas J. Pritzker, are the beneficial owners of the balance of the stock of GL.

There are no current plans to liquidate or sell a substantial portion of the operating assets of the Company other than the sale of the Company's inventory in the ordinary course of the Company's business and other than the proposed sale of Warehouse "50" (which tract of real estate has been listed with a real estate broker for sale; to date, no offers have been made to purchase said real estate) which has a current net book value of $794,000, and there are no mergers or other major corporate changes currently planned with respect to the Company's business of corporate structure, except for the statutory merger discussed herein, which merger is for the purpose of reincorporating the Company in Delaware. (See "Change of State of Incorporation of the Company".) However, in this connection, it should be noted that GL and Marmon have, prior to the Cerro-Marmon business combination of February 24, 1976, operated as private companies, and in the past, after acquisitions of controlling interests in other companies, have acquired the remaining interest held by the stockholders in those companies. Neither GL nor Cerro have any present plans or proposals to merge the Company, liquidate it or sell its assets, or make any other major change in its business or corporate structure, but they reserve the right to reconsider their position at any future date. In this respect, the greater certainty of the substantive

provisions of the Delaware law, as compared with Idaho law, with respect to any form of merger, consolidation or reorganization would facilitate any such corporate action should it be decided in the future to take any such corporate action. (See "Short Form Merger" in "Voting Rights and Requirements" on Page 10.)

## ELECTION OF DIRECTORS

The Company's Articles of Incorporation provide for a Board of Directors to be comprised of not less than seven (7) nor more than eleven (11) persons, the exact number to be fixed by the By-Laws of the Company. The By-Laws have established that the size of the Board of Directors shall be eight (8) members; and, accordingly, eight (8) Directors are to be elected at this Annual Meeting, each to hold office until the next Annual Meeting, or until his successor is duly elected and qualified.

The proxy holders intend to vote proxies received for the election of the eight (8) nominees listed below unless otherwise directed. Management is not aware that any of those named will be unwilling or unable to serve; however, if at the time of the meeting any of the eight (8) nominees named below is not available for election, the persons named as proxies will vote for a substitute nominee designated by a majority of the present Board of Directors. The proxies cannot be voted for a greater number of persons than the number of nominees named.

The following table shows the names of the proposed eight (8) nominees, the position or positions held by each, his principal occupation and the equity securities of this Company beneficially owned, directly or indirectly, on the record date, as reported by the nominee:

| Name and Position | Principal Occupation | Director Since | Beneficial Ownership | |
|---|---|---|---|---|
| | | | Common Shares | Preferred Shares(9) |
| R. M. Dunn(5)(6) | Director and Chairman of the Executive Committee, Ozark Airlines, Inc., St. Louis, Missouri; Chairman of the Board, Ken-A-Vision Mfg. Co., Kansas City, Missouri (Manufacturing of Micro Projectors) | 1970 | — | — |
| Wray Featherstone(10) | Mining Engineer, Wallace, Idaho | 1958 | — | — |
| Robert C. Gluth(3)(4)(5) Vice President | Vice President, GL Corporation (Investments), Chicago, Illinois; Executive Vice President, Cerro-Marmon Corporation (Diversified Manufacturing), Chicago, Illinois; Executive Vice President, The Marmon Group, Inc. (Michigan) (Diversified Manufacturing), Chicago, Illinois; Vice President, Hammond Corporation (Musical Instruments and Specialty Apparel Manufacturing), Chicago, Illinois | 1975 | (1) | (1) |
| George A. Jones(3)(4) | Executive Vice President, Cerro-Marmon Corporation (Diversified Manufacturing), Chicago, Illinois; Executive Vice President, The Marmon Group, Inc. (Michigan) (Diversified Manufacturing), Chicago, Illinois | 1975 | (1) | (1) |
| H. F. Magnuson(5) | Certified Public Accountant, Wallace, Idaho | 1951–1969 1971(7) | 100 | — |
| John R. Morrill(4) President and Chief Executive Officer | President and Chief Executive Officer, Golconda Corporation | 1975 | — | — |



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| Name and Position | Principal Occupation | Director Since | Beneficial Ownership | |
|---|---|---|---|---|
| | | | Common Shares | Preferred Shares(9) |
| Robert A. Pritzker(3) ..... | President, GL Corporation (Investments), Chicago, Illinois; President, Cerro-Marmon Corporation (Diversified Manufacturing), Chicago, Illinois; President, The Marmon Group, Inc. (Michigan) (Diversified Manufacturing), Chicago, Illinois; Chairman and President, Hammond Corporation (Musical Instruments and Specialty Apparel Manufacturing), Chicago, Illinois | 1974 | (1) (2) | (1) (2) |
| Gordon Paul Smith(8) ..... Chairman | Chairman of the Board, Golconda Corporation | 1970 | — | — |

(1) Cerro, of which Mr. Pritzker is President and a Director, and Messrs. Jones and Gluth are Executive Vice Presidents and Directors, is the owner of 86.9% of the Company's Common Stock and 73.9% of the Company's Preferred Stock; and the combined total of both classes of stock equals 85.3% of the voting stock of the Company. (See "Principal Shareholder" above.) The Marmon Group, Inc. (Michigan) ("Marmon"), of which Mr. Pritzker is President and a Director, Mr. Jones is Executive Vice President and a Director, and Mr. Gluth is Vice President, is a wholly-owned subsidiary of Cerro.

(2) GL owns all the 5,000,000 outstanding shares of common stock of Cerro. Mr. Robert A. Pritzker is the indirect beneficial owner of 28.8% of the outstanding stock of GL. Other members of the Pritzker family, which consists of the descendants, and certain of their spouses, of the late Nicholas J. Pritzker, are the beneficial owners of the balance of the stock of GL.

(3) Director of Cerro. (See "Principal Shareholder" and Note 1 above.)

(4) Member of the Executive Committee.

(5) Member of the Audit Committee.

(6) Mr. R. M. Dunn owns $14,000 of the Company's 7% Convertible Subordinated Debentures due January 1, 1990. Each $1,000.00 debenture is convertible into 93.72 shares of the Company's common stock; accordingly, Mr. Dunn's debentures are convertible into 1,312 shares of common stock of the Company. The rate of convertibility for all debentures is subject to change under certain circumstances, such as stock splits or stock dividends, in accordance with the anti-dilution provision of the debenture Indenture. No circumstances have occurred which would cause a change in the convertibility rate.

(7) Mr. H. F. Magnuson was a director of the Company from 1951 to May, 1969 and was re-elected to the Board in April, 1971.

(8) On June 27, 1974 the Board of Directors approved an employment agreement with Mr. Gordon Paul Smith. (See "Certain Transactions".) This agreement provides that the Company agrees to employ Mr. Smith, and Mr. Smith will serve the Company as Chairman of the Board or in such other senior executive capacity having similar responsibilities as the Board of Directors may from time to time determine during the period of the agreement, June 27, 1974 to June 27, 1979.

(9) Each share of preferred stock is convertible into common shares at the option of the holder of the preferred shares at the rate of one and one-half shares of common stock for each share of preferred stock. The rate of convertibility for all preferred stock is subject to change under certain circumstances, such as stock splits or stock dividends, in accordance with the anti-dilution provision of the Company's Articles of Incorporation. No circumstances have occurred which would cause a change in the convertibility rate.

(10) Mr. Wray Featherstone is President of a former subsidiary, Golconda Mining Corporation, to which he devotes most of his time. Pursuant to an employment contract with the Company, he receives from the Company a salary of $27,500 per year with retirement benefits of $10,000 per year for life beginning at age sixty-five (November 4, 1977).



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## REMUNERATION

The following table sets forth (a) with respect to each Director and each of the three highest paid officers (or with respect to persons who were officers or directors of the Company at any time during the last fiscal year) of the Company and its subsidiaries whose aggregate direct remuneration exceeded $40,000, the direct remuneration for the last fiscal year; (b) the aggregate direct remuneration to all directors and officers, or with respect to persons who were officers or directors of the Company at any time during the last fiscal year, as a group for the last fiscal year; and (c) the estimated retirement benefits to be paid at normal retirement based on present salary levels:

| Name and Capacity | Aggregate Direct Remuneration (A) | Estimated Annual Benefits Upon Retirement(B) |
|---|---|---|
| John R. Morrill, President | $ 54,000 | $ 4,380 |
| Directors & Officers as a group (12) | $173,383(C) | $40,121(D)(E) |

(A) Currently all officers are covered by a completely discretionary bonus plan which is not computed in accordance with any formula and which is not subject to any maximum amount or percentage. Discretionary bonus payments are included in the Aggregate Direct Remuneration figures.

(B) Under the "Retirement Plan for Salaried Employees" the normal monthly retirement benefit at age sixty-five is determined in accordance with a formula which includes average compensation, length of service and Social Security benefits. Benefits are computed based upon current base salary and normal retirement at age sixty-five.

(C) See "Certain Transactions." The amounts discussed in the "Certain Trasnactions" section hereof are included in the $173,383.

(D) Includes $10,000 per year retirement benfits to be paid to Mr. Wray Featherstone beginning at age sixty-five (November 4, 1977) pursuant to the terms of an employment contract. (See "Certain Transactions".)

(E) This figure relates to four individuals including Mr. Morrill and Mr. Featherstone.

## CERTAIN TRANSACTIONS

On March 31, 1976 the Company entered into a Tax Sharing Agreement with Cerro, its parent corporation, which Agreement confirms the previous understanding of the parties. This Agreement is effective as of and covers the period beginning June 3, 1974, the first day of the inclusion of the Company in the consolidated Federal tax return of Cerro. This Agreement states that Federal income taxes are computed as if the Company and its subsidiaries continued to file a separate consolidated return and liabilities are remitted to and benefits and refunds obtained on this basis from Cerro rather than from the Internal Revenue Service. Due to the provisions of the federal regulations relating to consolidated returns, there is a contingent liability on the part of the Company to the Internal Revenue Service with respect to the income tax liability of Cerro or any of the Cerro affiliated Companies. Cerro and its domestic affiliates previously elected to file a consolidated Federal income tax return. Because Cerro acquired more than 80% of the Company's common and preferred stock, the Company and its subsidiaries are required to be included in Cerro's consolidated Federal income tax return pursuant to Internal Revenue Service regulations.

The purpose of the Federal Tax Sharing Agreement is to provide a definitive agreement with respect to the Company's Federal tax liabilities. The effect of the Tax Sharing Agreement upon the Company is that it is in the same position as if it had filed a separate consolidated Federal income tax return directly with the Internal Revenue Service except that liabilities are remitted to and benefits received from Cerro instead of the Internal Revenue Service.

Accordingly, the effect of the Tax Sharing Agreement upon Cerro is that Cerro receives tax payments from and makes refunds to the Company as if Cerro were the Internal Revenue Service. In the event that Cerro is in a tax loss carry-forward position, which has been the case since 1974, the effect of the tax sharing payments is to provide Cerro with the cash benefits of its losses (to the extent of the Company's taxable income) faster than if its losses were offset by its own profits.



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However, the Company is still in the same position as if it were filing a separate consolidated tax return directly with the Internal Revenue Service, and the Company suffers no detriment or receives no benefit as a result of Cerro's tax loss. In the absence of Cerro having a tax loss, there is no benefit to Cerro under the Tax Sharing Agreement.

On February 24, 1976, GL acquired approximately 82% of the voting stock of Cerro. As a result of said acquisition, Cerro and the Company will be included in the GL consolidated Federal income tax return. Cerro and its subsidiaries, including the Company, will be contingently liable for the Federal income tax liabilities attributable to GL and its subsidiares for each year in which they are included in the GL consolidated Federal income tax return. GL has agreed to indemnify Cerro and its subsidiaries, including the Company, against any such liabilities.

The Company, as a subsidiary of Cerro, has adopted the GL Tax Sharing Agreement, which provides, in part, that the former members of the Cerro affiliated group will be in a priority position in relation to the existing members of the GL affiliated group. The GL Tax Sharing Agreement further provides that any existing tax sharing agreements between Cerro and any of its subsidiaries shall survive the effectiveness of the GL Tax Sharing Agreement and that, in the event of conflict, the terms and conditions of any such prior agreements shall be deemed to control over the terms and conditions of the GL Tax Sharing Agreement. Thus, in substance, the operative provisions of the prior tax sharing agreement between the Company and Cerro are deemed to remain unchanged by the adoption of the GL Tax Sharing Agreement.

During 1976, the Company purchased $4,327,000 of brass forgings and brass machining rods from Cerro and sold $19,000 of materials to Cerro. The purchases made by the Company from Cerro were made on a basis such that purchases were only made by the Company from Cerro if Cerro's price and other terms and conditions were the most favorable to the Company.

On January 1, 1976, the Company began being charged a management fee by Cerro. The management fee for the year 1976 was $115,000, payable monthly, and was in return for various services provided by the Cerro home office to the Company. The management fee for the year 1977 is $116,000, payable monthly. Previously there had been no management fee charged by Cerro to the Company. The Cerro home office services provided by Cerro officers and employees include services with respect to general management matters, accounting matters, insurance and pension plan matters, legal matters, taxation matters, treasury and banking matters, personnel matters, and other similar matters which Cerro provides to its divisions, subsidiaries and affiliates. Cerro provides these services to the Company because the Company does not have employees who can provide these services and because it is considered more efficient and economical to provide such services in this manner rather than having the Company and Cerro each maintain personnel to provide such services.

The amount of the management fee which Cerro charges to the Company, $116,000 for the 1977 fiscal year, is computed annually on or about the first of each year by multiplying the budgeted Cerro home office expenses for the year for wages, salaries and related expenses, rent, utilities, travel expenses and other similar expenses times a percentage which is obtained by taking the average of the following three percentages (each of which is given equal weight): (1) the percent of the Company's total budgeted year's sales of the total of Cerro's budgeted year's sales (including the Company's sales), (2) the percent of the Company's total number of employees at the end of the preceding year of the total of Cerro's number of employees at the same date, including the Company's employees at the same date, and (3) the percent of total assets of the Company as of the end of the previous year of the total assets of Cerro at the same date, including the Company's total assets at the same date.

The Company does not have any other material transactions with Cerro other than certain expenses paid by Cerro and charged to the Company, which expenses are directly attributable to the Company. The nature and kind of the Company's expenses paid for by Cerro and charged to the Company on a dollar for dollar basis include a percentage of the salary of the Company's Treasurer, who is an employee of Cerro. The percentage of the Treasurer's salary charged to the Company varies from time to time depending upon the actual time spent by the Treasurer for the Company. Generally, the percentage is approximately 75% of the salary and related benefits paid to the Company Treasurer by Cerro. Other

expenses paid by Cerro and charged to the Company on a dollar for dollar basis include franchise taxes and miscellaneous office supplies.

Mr. Wray Featherstone is President of a former subsidiary, Golconda Mining Corporation, to which he devotes most of his time. Pursuant to an employment contract with the Company, he receives from the Company a salary of $27,500 per year with retirement benefits of $10,000 per year for life beginning at age sixty-five (November 4, 1977).

The June 27, 1974 employment agreement with Mr. Gordon Paul Smith (See "Election of Directors", Note 8) provided for compensation until June 27, 1979, at an annual rate of $25,000 for Mr. Smith or at the annual rate of $20,000 in the event that Cerro acquires 100% of the Common and Preferred Stock of the Company. The agreement also provided that he would serve as a consultant to the Company at a rate of $25,000 for a period of two years which expired on June 27, 1976. Mr. Smith ceased acting as a consultant on June 30, 1976, and he received consultant fees of $12,500 in 1976.

In December, 1976 the Company sold its investment in mining stocks and related assets (consisting primarily of a 200-ton lead zinc flotation mill, 90 acres of patented land, 91 patented and unpatented mining claims and some miscellaeous receivables having a net book value to the Company of $60,000) to Mr. Magnuson for $175,000. The net book value of the assets sold was $310,000, including mining stock investments of $250,000, resulting in a loss in 1976 of $135,000.

The mining stocks, other than Alice Consolidated Mines, Inc. ("Alice"), were purchased at various times in open market purchases, as they existed from time to time, from unrelated parties during the period from 1965 to 1969, and all were purchased prior to 1970. The Alice stock was acquired in 1970 by exchanging the Company's investments in the stocks of Alice Silver-Lead Mining Co., Mullan Silver-Lead Company and United Lead-Zinc Mines Company. These companies, along with the Company, owned the properties where the Alice project was being conducted.

The mining stocks (original cost of $788,000) were written down to an estimated realizable value of $250,000 in 1975. The write-down was made because, in the opinion of management, the value of the assets underlying these mining stocks had become permanently impaired, principally as a result of the cessation of exploration and development at the Alice project which comprised 51% of total mining stock investments. The decision to terminate the exploration and development of the project was made in May, 1975 by Hecla Mining Company ("Hecla"), the company involved in the exploration and development work, due to the finding by Hecla that the properties lacked sufficient mineralization to warrant further development effort. The Company took no part in and was not involved in the decision by Hecla to cease exploration and development operations.

During the past two years, several attempts were made to sell these mining stock investments and related assets. These efforts included discussions by several individuals employed by the Company and by Cerro with prospective buyers including contacting approximately thirty (30) mining companies, including Hecla, which were familiar with the stocks and properties, and discussions with various stock brokers. The price paid by Mr. Magnuson was equal to the best offer received from an unrelated third party. The transaction was approved by the Company's Board of Directors, with Mr. Magnuson abstaining from voting.

Set forth below is a table showing the mining securities involved, the number of shares involved and the original purchase price paid for each of the securities involved:

| *Mining Stocks* | *No. of Shares* | *Total Cost of Shares* |
|---|---|---|
| Alice Consolidated Mines, Inc. | 4,308,020 | $399,137 |
| Bell Mining Company | 203,000 | 15,000 |
| Black Bear Mines Company | 880,371 | 11,014 |
| Granada Lead Mines, Inc. | 755,442 | 9,769 |
| Great Eastern Mining Company, Ltd. | 100,000 | 5,000 |
| Ivanhoe Mining Company | 358,000 | 4,690 |
| Mullan Metals, Inc. | 426.512 | 13,983 |
| Square Deal Mining & Milling, Ltd. | 997,459 | 69,552 |



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| *Mining Stocks* | *No. of Shares* | *Total Cost of Shares* |
|---|---|---|
| Wallace Mining Company | 254,025 | $ 4,845 |
| Aberdeen-Idaho Mining Company | 13,000 | 4,575 |
| Abot Mining Company | 27,502 | 3,005 |
| Bullion Mining Company | 157,902 | 895 |
| Coeur d'Alene Syndicate | 318 | 48 |
| East Coeur d'Alene Silver Mines, Inc. | 100,000 | 3,500 |
| Hunter Creek Mining Company | 6,500 | 1,405 |
| Idaho-Montana Silver, Inc. | 253,834 | 9,989 |
| Metropolitan Mines Corporation | 88,500 | 64,517 |
| Silver Bowl, Inc. | 36,500 | 9,267 |
| Silver Buckle Mines, Inc. | 211,750 | 59,194 |
| Vindicator Silver-Lead Mines Co. | 148,500 | 57,017 |
| Yreka-United, Inc. | 95,500 | 28,195 |
| Silver Eureka Corporation | 5,700 | 13,104 |
| | | $787,701 |

## CHANGE OF STATE OF INCORPORATION OF THE COMPANY

The Board of Directors has approved a proposed change in the state of the Company's incorporation from the State of Idaho to the State of Delaware. The change is to be accomplished by a proposed merger of the Company into its wholly-owned Delaware subsidiary, RegO Company (the "Delaware Company"), which will survive the merger. The Delaware Company was formed solely for the purpose of accomplishing the change in corporate domicile. A copy of the Agreement of Merger, which the Board of Directors of the Company has approved, is attached hereto as Exhibit A and is incorporated herein by reference. The Certificate of Incorporation and Bylaws of the Delaware Company are Appendices 1 and 2 to Exhibit A and are identical to those of the Company, except for such changes, in form only, which were required to be made due to the different requirements of Delaware law as compared to Idaho law; the change of the name of the Company from Golconda Corporation to RegO Company; the change of the name and address of the registered agent; the change of references from Idaho law to references of Delaware law; the change of the purpose clause for which the corporation is organized to relate to any lawful activity which may be performed by a Delaware corporation as opposed to a similar clause which referred to any lawful activity permitted in the State of Idaho; the change in the rights of the Board of Directors to fill vacancies in the event that the directors then in office constitute less than a majority of the Board, from the Idaho procedure of having a court order an election to be held to fill such vacancies, to the Delaware procedure of permitting the then existing directors to appoint remaining directors to fill vacancies; the deletion of dates in the Company's Articles of Incorporation and Bylaws which are no longer applicable due to the passage of time; and the change from no par value Common Stock to $.01 par value per share Common Stock.

***Reasons for the Merger***

The Board of Directors believes that the General Corporation Law of Delaware and the substantial body of judicial decisions in that state relating to corporate matters provide a highly flexible and up-to-date framework for corporate action and a favorable corporate climate. A comprehensive revision of the General Corporation Law of Delaware became effective in 1967, and further amendments have been made in the last ten years. The Delaware judiciary is particularly familiar with many phases of complex corporate matters. Many thousands of corporations, including many of the largest in the United States, have chosen Delaware for the state of incorporation either initially or by subsequent action. This should assure a continuation of interpretation by the courts of the Delaware law in numerous cases of significance, increasing the predictability of the legal aspects of the Company's operations and providing a sounder basis for corporate planning. The Board of Directors believes that it is in the best interests of the Company and its shareholders to change the state of the Company's incorporation to Delaware and that the change will enable the Company to engage in various activities to greater advantage and with a greater degree of flexibility. Such activities might, but not necessarily, include the short form merger (see "Short Form Merger" on Page 10 of this proxy material) of the Company's wholly-owned subsidiary, Anderson Copper and Brass Company; holding Board of Directors meetings by conference telephone or



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similar communications equipment which is specifically authorized under the Delaware Corporation Law, but is not provided for under the Idaho Business Corporation Act; the holding of meetings by consent of less than all the stockholders which is provided for under the Delaware Corporation Law, but is not authorized by the Idaho Business Corporation Act under which a consent resolution must be signed by all the stockholders. With respect to the latter activity, Delaware law permits a stockholder meeting to be held by consent of less than all the stockholders provided that the consent be signed by more than the stockholders vote required by Delaware law in order to effectuate the contemplated action. The maximum affirmative voting requirement for any corporate action under the Delaware Corporation Law (unless otherwise provided in the Certificate of Incorporation and except for the voting power required for a short term merger discussed elsewhere herein) requires the affirmative vote of a majority of the issued and outstanding stock of the corporation, and, in some instances, the affirmative vote of the majority of the issued and outstanding stock of each class of stock outstanding. Accordingly, Cerro, owner of 86.9% of the issued and outstanding common stock and 73.9% of the issued and outstanding preferred stock, constituting 85.3% of the voting interest of the Company, could, under Delaware law, sign a stockholder consent resolution with respect to any corporate action requiring stockholder approval whether or not a vote by class is required with respect to the proposed action.

***Effect of the Merger***

*General.* The merger will not change the business, authorized number of shares of capital stock, assets or management of the Company. As the surviving corporation, the Delaware Company will continue in existence as a Delaware corporation and will succeed to all the rights, privileges, powers and franchises, and to the ownership of all the properties of the Company and will assume all of its debts, liabilities and obligations. On the effective date of the merger, the directors and officers of the Company will become the directors and officers of the Delaware Company. The merger will result in the change of the name of the Company to "RegO Company".

*Corporate Purposes* The stated corporate purposes of the Delaware Company will be identical to those of the Company, except that the general purpose clause now refers to acts which are permissible by a corporation under Delaware law as compared with acts which are permissible by a corporation under Idaho law.

*Change in Capital Stock.* There will be no change in the authorized number of shares of capital stock by reason of the merger except that the no par value Common Stock will be $.01 par value per share Common Stock. The Company has an authorized capitalization consisting of eight million five hundred thousand (8,500,000) shares of stock, of which seven million five hundred thousand (7,500,000) shares are Common Stock without par value and one million (1,000,000) are Convertible Preferred Stock having a par value of $1.00 per share. Three hundred eighty thousand, nine hundred and two (380,902) shares of the Convertible Preferred Stock are issued and outstanding and 2,774,392 shares of the Common Stock are issued and outstanding as of April 29, 1977. Upon the merger becoming effective, the Delaware Company will have the same authorized capitalization as the Company and each issued and outstanding Preferred and Common Share of the Company will become one share of Preferred and Common Stock, respectively, of the Delaware Company. **It will not be necessary for holders of Preferred or Common Shares of the Company to exchange their stock certificates for stock certificates representing shares of Preferred or Common Stock of the Delaware Company.**

## THE EFFECT OF THE MERGER ON GOLCONDA CONVERTIBLE DEBENTURES

Under the Merger Agreement, RegO will become liable for the outstanding 7% Convertible Subordinated Debentures ("debentures") due January 1, 1990 and for all of the obligations, liabilities and responsibilities relating to the Indenture dated as of January 1, 1970 between Astro Controls, Inc. and Marine Midland Bank (formerly Marine Midland Grace Trust Company of New York), Trustee, ("Marine") and the First Supplemental Indenture dated as of September 15, 1970 between the Company and Marine.

Each $1,000 debenture is convertible into 93.72 shares of the Company's Common Stock. After the effective date of the merger, each holder of an outstanding debenture will be entitled to convert said debenture into 93.72 shares of RegO Common Stock.



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## THE EFFECT OF THE MERGER UPON WARRANTS TO PURCHASE COMMON STOCK OF THE COMPANY

Under the Merger Agreement, RegO will become liable for the Pioneer Astro Industries, Inc. ("Pioneer") Common Stock purchase warrants ("warrants"). Four warrants to purchase the Company's Common Stock at a price of $14.51 per share were issued by Pioneer, predecessor in interest to the Company with respect to 292,467 shares of the Company's Common Stock. After the effective date of the merger, each holder of an outstanding warrant will be entitled to purchase Common Stock of RegO at the price of $14.51 per share.

## CERTAIN DIFFERENCES BETWEEN IDAHO LAW AND DELAWARE LAW

Delaware corporate law differs from Idaho corporate law in many respects, including such matters as stockholder voting requirements, payment of dividends, repurchase of stock, filling vacancies on the Board of Directors, and rights of dissenting stockholders in various situations. The following is a summary of the significant differences. The following summary should be read in conjunction with the facts that Cerro owns 73.9% of the outstanding preferred stock and 86.9% of the outstanding common stock equalling an 85.3% voting interest in the Company, thus making all of the different voting requirements between Idaho Law and Delaware Law less meaningful than would otherwise be the case, and that the Articles of Incorporation and Bylaws of the Delaware Company will initially be identical to those of the Company. There is no present intention to change either the Articles of Incorporation or the Bylaws, but the Company reserves the right to reconsider its position from time to time at any future dates as is deemed appropriate by the Company.

### *Voting Rights and Requirements*

#### *Voting Power*

The Idaho Business Corporation Act refers to voting power as opposed to number of shares and, consequently, in the following discussion, all references to the various voting requirements which exist under various circumstances are references to voting power of shares and not to the number of shares involved. In situations such as exist with the Company and the Delaware Company where each share of stock is entitled to one vote, there appears to be no difference between the concept of voting power as opposed to the number of shares necessary to vote. Such a difference would only exist in cases (which is not applicable here) where one class of stock is entitled to more votes per share than another class or classes of stock.

#### *Cumulative Voting*

Under Idaho law, shareholders of an Idaho corporation such as the Company have the right of cumulative voting in the election of directors. Cumulative voting gives each shareholder in the election of directors a number of votes equal to the number of directors to be elected multiplied by the number of shares which such shareholder owns, and he may cast such votes for one nominee or distribute them in such manner as he may see fit among the nominees. This would enable persons holding less than a majority of the shares of an Idaho corporation to elect one or more directors, depending upon the particular circumstances. Under Delaware law, stockholders do not have cumulative voting rights unless they are expressly provided in the corporation's Certificate of Incorporation. Cumulative voting is provided for in the Delaware Company's Certificate of Incorporation. Notwithstanding the foregoing, Cerro, even with cumulative voting, has 85.3% of the voting interest in the Company and in the Delaware Company and, accordingly, can elect all the directors of the Delaware Company.

#### *Mergers or Consolidations*

A merger or consolidation under Idaho law requires the affirmative vote of the holders of at least two-thirds of the voting power of all outstanding shares of each of the merging or consolidating corporations involved. Under Delaware law, approval of stockholders holding a majority of all of the outstanding stock is required; a majority of all of the outstanding stock of each class of the Company is not required to effectuate a merger or consolidation. Under certain circumstances shareholders of an Idaho corporation are entitled to vote as a class on a merger or consolidation where the merger or consolidation effectively involves an amendment to the corporate charter which would require a class vote under Idaho law.



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***Adoption of By-Laws***

Under both Delaware and Idaho law, the power to adopt, amend and repeal by-laws is granted to the shareholders unless the Articles of Incorporation (as the document is called in Idaho) or the Certificate of Amendment (as the document is called in Delaware) confer this power upon the Board of Directors. The Company's current Articles of Incorporation do confer the right to adopt, amend and repeal by-laws upon the Board of Directors and this right is also being conferred upon the Board of Directors of the Delaware Company. Accordingly, reincorporation of the Company has no affect with respect to adopting, amending or repealing the by-laws of the Company.

***Short Form Mergers***

Under Delaware law a corporation that owns at least 90% of the outstanding shares of each class of another corporation may merge the 90% owned corporation into itself with approval of the parent corporation's board of directors without stockholder approval of either corporation, nor is notice to or a meeting of stockholders required. Under Idaho law both approval by a majority of the board of directors and approval by two-thirds of the shareholders of a corporation are necessary before a corporation can be a party to a merger, regardless of the percentage of ownership by another corporation. In addition, under certain other circumstances, no approval is required by stockholders of a surviving Delaware corporation in a merger if the consideration to be delivered by it in the merger consists of either no shares of common stock (or securities convertible into common stock) or if the number of shares to be issued in the merger (including common stock initially issuable upon conversion of other securities) does not exceed 20% of shares of common stock outstanding immediately prior to the effective date of the merger. These circumstances referred to in the preceding sentence include: (i) any changes in the rights of the holders of shares of any class, (ii) authorization of shares with preferences superior to those of any class, or (iii) any changes which would restrict the pre-emptive rights of any shareholders.

Cerro owns 73.9% of the preferred stock and 86.9% of the common stock of the Company, representing 85.3% of the voting interest of the Company (see "Principal Shareholder" section on Page 1). The preferred stock of the Company is convertible into common shares of the Company on the basis of one share of preferred stock converts into one and one-half share of common stock. Accordingly, although current market prices of the Company's preferred and common stock and the current dividend policy of the Company indicate that such action would be economically unwise, Cerro could convert a portion of its 281,635 shares of preferred stock into common stock of the Company in order to give Cerro a minimum of 90% of the issued and outstanding shares of common stock of the Company. Even if such a conversion were made and there is no present intention to do so, although Cerro could reconsider its position at any future date, such a conversion of preferred stock into common stock would reduce the number of preferred shares owned to even less than the current 73.9% owned by Cerro, thus making a short form merger as described above, impossible due to the fact that 90% of each class of outstanding stock must be owned by the parent corporation in order to effectuate a short form merger as described above. The only methods by which the percentage of Cerro's ownership of either of the Company's classes of stock could increase to achieve a 90% holding of both of the classes would be either (1) a direct purchase by Cerro in the open market or by private purchase of the preferred or common stock, (2) a purchase by the Company of a sufficient number of its common or preferred shares which by reducing the total number of shares of either or both classes which would be outstanding would increase the current holdings of Cerro to a figure equalling greater than 90% of the currently issued and outstanding shares of both classes of stock of the Company, or (3) a combination of (1) and (2) immediately preceding. Although there is no present intention of Cerro or the Company to make such purchases, Cerro and the Company reserve the right to reconsider their position at any future time (see "Principal Stockholder" section on Page 1 with respect to the Company's ownership of the preferred and common shares).

***Principal Stockholder***

GL and Marmon have, prior to the Cerro-Marmon merger of February 24, 1976, operated as private companies, and in the past, after acquisitions of controlling interests in other companies have acquired the remaining interest held by the stockholders in those companies. Neither GL nor Cerro has any present



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plans or proposals to merge the Company, liquidate it or sell its assets, or make any other major change in its business or corporate structure, but it reserves the right to reconsider its position at any future date. In this respect, the greater certainty of the substantive provisions of the Delaware law, as compared with Idaho law, with respect to any form of merger, consolidation or reorganization would facilitate any such corporate action should it be decided in the future to take any such corporate action.

***Other Voting Differences***

Under Delaware law, certain corporate action, such as the amendment of the corporate charter or the sale, lease or exchange of all the assets of a Delaware corporation, requires the affirmative vote of the holders of a majority of the outstanding stock entitled to vote with respect to such action. Under Idaho law, such action requires a two-thirds shareholder approval, but the Articles of Incorporation may require a lesser approval, except that certain actions affecting classes of stockholders require a two-thirds shareholder approval as discussed above. A similar vote, not required under Idaho law, although some uncertainty exists with respect to Idaho law with respect to the mortgage or pledge of all of the assets of an Idaho corporation not in the ordinary course of business.

A voluntary dissolution of an Idaho corporation requires a two-thirds shareholder approval; under Delaware law only a majority vote is required.

Voting rights may be limited or denied to holders of certain classes of stock under Delaware law. In Idaho, shares may be non-voting so long as this is stated on the face of the stock certificate.

In circumstances involving a class vote in Delaware, approval of the holders of a majority of the class is required, whereas under Idaho law two-thirds approval is required.

***Dividends, Repurchases and Redemption of Stock***

Under Idaho law, a corporation may only pay dividends from the surplus of the aggregate of its assets over the aggregate of its liabilities, including in the liabilities the amount of its capital stock after deducting from such aggregate of its assets the amount by which such aggregate was increased by unrealized appreciation in value or revaluation of fixed assets. Under Delaware law, the directors, subject to the certificate of incorporation, may pay dividends from surplus (excess of net assets over capital) or, if there is no surplus, out of the net profits for the fiscal year in which the dividend is declared or the preceding fiscal year. Currently the Board of Directors has made no determination as to whether dividends will be declared in the future with respect to the Common Stock. The declaration of a dividend and the amount of such dividend, if any, will be dependent upon the Board of Directors' evaluation of the Company's earnings, financial condition and capital needs.

Although there is no express authority for the purchase of its shares of stock by an Idaho corporation, the Idaho Supreme Court has approved such purchases of stock subject to the rule that an insolvent corporation may not purchase its own stock. Delaware law affords a corporation broad power to re-purchase its shares provided that in so doing the capital of the corporation will not be impaired. Currently the Company can purchase or redeem any of its shares under either Idaho or Delaware law.

***Directors and Indemnification***

Vacancies in directorships (including vacancies arising from increases in the number of directors) may be filled by the remaining directors under Idaho as well as Delaware law. Delaware law (subject to certain limitations) authorizes the removal of a director with or without cause by the vote of a majority of stockholders whereas Idaho law requires a two-thirds vote. In Idaho, the staggering of directors' terms is not authorized and directors hold office for a term of one year. Under Delaware law, up to three classes of directors with different terms are permitted.

The provisions of the Delaware law and Idaho law relating to indemnification payments to directors and officers are very similar and have no material differences.

***Delaware Indemnification***

The Delaware law provides, in general, that a corporation may indemnify any of its directors, officers, employees or agents (present or past) against expenses (including attorney's fees), judgments, fines

and amounts paid in settlement actually and reasonably incurred by him in any civil or criminal proceeding against him in such capacity where he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal proceeding, where he had no reasonable cause to believe his conduct was unlawful. Such indemnification, unless court ordered, must be authorized by a majority vote of the stockholders of the corporation or for a quorum of disinterested directors or by a determination of independent legal counsel. In derivative actions, indemnification is not afforded against judgments or amounts paid in settlement nor, except with court approval, with respect to matters as to which a person has been adjudged liable for negligence or misconduct in the performance of his duty to the corporation. A person who has been successful on the merits or otherwise in defense of a matter is entitled to be indemnified against expenses actually and reasonably incurred as a matter of right. Under certain limited circumstances, a Delaware corporation may pay expenses in advance of the final disposition of an action. The Delaware law further provides that the statutory indemnification provisions are not exclusive of any rights to indemnification which such person may have under any by-law, agreement, vote of stockholders or disinterested directors or otherwise. The Delaware law also provides that a corporation may purchase insurance on behalf of any officer, director, employee or agent against any liability asserted against and incurred by him in such capacity or arising out of his status as such, regardless of whether the corporation could have indemnified him against such liability under the indemnification provisions of Delaware law. The Certificate of Incorporation of both the Company as well as the Delaware Company contemplates, and the By-Laws of both the Company as well as the Delaware Company provide for, indemnification consistent with the provisions of Idaho and Delaware law, respectively.

***Idaho Indemnification***

The Idaho statute provides for indemnification of officers and directors, and, accordingly, the Company adopted a By-Law providing for indemnification. (See Article VI, Section 1, of the By-Laws set forth in Appendix 2 to Exhibit A to this Proxy Statement; Appendix 2 to Exhibit A are the By-Laws for the Delaware Company, but they are identical to the By-Laws which existed for the Company.) The Company's By-Law concerning indemnification will continue in effect for the Delaware Company.

***Dissenters' Rights***

Under Delaware law, a dissenting stockholder does not have, as he does under Idaho law, the right to be paid the fair value of his stock upon a sale or exchange of all or substantially all of a corporation's assets other than in the usual course of its business. Under Delaware law, the corporation's stockholder would be entitled to his pro rata share of the proceeds of the sale or exchange if the corporation made a distribution of such proceeds; however, Delaware law does not require a corporation to distribute the proceeds of such a sale or exchange and the corporation may retain such proceeds in its treasury. If the corporation retains such proceeds, the stockholder has no rights to a pro rata share; however, he would retain his stock ownership in the corporation which has such proceeds. Moreover, under Delaware law a dissenting stockholder does not have, as he does under Idaho law, the right to be paid the fair value of his stock upon a merger or consolidation if the stock of the corporation is listed on a national securities exchange or if the corporation has at least 2,000 stockholders of record, unless the certificate of incorporation of the Delaware corporation otherwise provides. The certificate of incorporation of the Delaware Company does not provide for dissenters' rights of appraisal. Under Delaware law, a stockholder of a constituent corporation surviving a merger does not have dissenters' rights of appraisal if the merger did not require the approval of that corporation's stockholders unless the stockholder by the terms of the merger or consolidation receives anything except (1) shares of stock of the corporation surviving or resulting from such merger or consolidation; (2) shares of stock of any other corporation which at the effective date of the merger or consolidation will be either listed on a national securities exchange or held of record by more than 2,000 shareholders; (3) cash in lieu of fractional shares of the corporations described in the foregoing clauses (1) and (2); or (4) any combination of the shares of stock and cash in lieu of fractional shares described in clauses (1), (2) and (3).

In this connection, it should be noted that as of December 31, 1976 the Company had 634 preferred stockholders of record and 1,312 common stockholders of record, for a total of 1,946 record stockholders.



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The Company also had 680 debenture holders of record as of December 31, 1976. The number of actual stockholders is in excess of the 1,946 number because some stockholders hold their shares in broker names. Also, the Company's preferred stock is listed on the Pacific Stock Exchange and the common stock is listed on the Pacific Stock Exchange, the Spokane Stock Exchange and the Intermountain Stock Exchange (Salt Lake City).

For a discussion of Idaho dissenters' rights, see "Rights of Dissenting Shareholders in the Merger".

***Pre-Emptive Rights***

Idaho law provides for pre-emptive rights except as specifically limited or denied by the Articles of Incorporation. Under Delaware law, pre-emptive rights must be expressly granted in the Certificate of Incorporation. Shareholders of the Company do not at present, and will not after the merger, have pre-emptive rights.

## RIGHTS OF DISSENTING SHAREHOLDERS IN THE MERGER

Sections 30-150 and 30-156 of the Idaho Business Corporation Act, copies of which are attached hereto as Exhibit B, give certain rights to dissenting shareholders who comply with the requirements of those sections. Any shareholder who dissents from the proposed merger and who desires to obtain payment in cash for the value of his shares must strictly follow the provisions of said Sections 30-150 and 30-156.

The Company's shareholders are entitled under the provisions of said Section 30-156 of the Idaho Business Corporation Act to dissent from the merger and receive payment for their shares by complying with the provisions of Sections 30-150 and 30-156 of said Business Corporation Act. Such shareholder may not dissent as to less than all his shares.

In general (this summary is qualified by reference to Sections 30-150 and 30-156 of the Idaho Business Corporation Act), Section 30-156 of the Idaho Business Corporation Act provides that when a corporation has become a party to a merger agreement, any shareholder of such a corporation who did not vote in favor of such merger or consolidation at the stockholders' meeting at which the merger or consolidation was authorized, may, at any time within twenty (20) days after the date of the stockholders' meeting at which the authorization for the merger was given, object thereto to the company (Golconda) in writing and demand payment for his shares and have the value of his shares appraised as provided in Section 30-150 of the Idaho Business Corporation Act. The liability of such company (Golconda) to such dissenting shareholder for the value of his shares so agreed upon or awarded shall also be a liability of the surviving or new company (RegO).

In general, Section 30-150 of the Idaho Business Corporation Act provides that a shareholder who did not vote in favor of the merger may, within twenty (20) days after the date of the stockholders' meeting at which the action was authorized, object thereto in writing and demand payment for his shares and if, after such a demand by a shareholder, the company and the shareholder cannot agree upon the value of the shares, such value shall be ascertained by three disinterested persons, one of whom shall be named by the shareholder, another by the corporation and the third by the two thus chosen. The finding of the appraisers shall be final, and if their award is not paid by the corporation within thirty (30) days after it is made, it may be recovered in an action by the shareholder against the corporation. Upon payment by the corporation to the shareholder of the agreed or awarded price of shares, the shareholder shall forthwith transfer and assign the shares held by him at, and in accodance with, the request of the corporation.

Although Idaho law is unclear, in the opinion of Idaho counsel to the Company, a shareholder voting in favor of the merger resulting in reincorporation waives his right to appraisal, but the total failure of the shareholder to vote his shares would not result in waiver of rights to have appraisal so long as the dissenting shareholder takes all other action required by Idaho law in order to qualify himself as a dissenting shareholder.

Written objections, demands and all other notices in connection with the procedures required under Sections 30-150 and 30-156 should be addressed to: RegO Company, 39 South LaSalle Street, Chicago, Illinois 60603, Attention: Secretary.



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## FEDERAL INCOME TAX CONSEQUENCES

In the opinion of Levenfeld, Kanter, Baskes & Lippitz, special counsel to the Company, under Federal income tax law no gain or loss will be recognized to the Company or to the Delaware Company as a result of the merger, and no gain or loss will be recognized under such laws to shareholders of the Company as a result of the conversion of their shares into stock of the Delaware Company. Counsel has further advised that those shareholders of the Company who dissent from the proposed merger and who receive cash in exchange for their shares will be required under present Federal income tax laws to recognize gain or loss.

No ruling has been requested from the Internal Revenue Service with respect to the federal tax treatment described above, and it is not expected that such a ruling will be requested.

It is recommended that shareholders of the Company consult with their tax advisers in respect of the effect of the merger under state income tax laws.

## VOTE REQUIRED FOR MERGER AND RIGHT TO ABANDON MERGER

The merger must be approved by the affirmative vote of the holders of at least two-thirds of the issued and outstanding Preferred and Common Shares of the Company entitled to vote at the meeting. Cerro, owner of 73.9% of the Preferred Shares of the Company and 86.9% of the Common Shares of the Company, representing an 85.3% voting interest, has indicated that its present intention is to vote in favor of the merger, which vote would assure its approval.

The merger may be abandoned by the Board of Directors of the Company or the Delaware Company at any time prior to its becoming effective.

MANAGEMENT RECOMMENDS A VOTE IN FAVOR OF THE FOREGOING PROPOSAL.

## ACCOUNTING MATTERS

Arthur Young & Company were the certified public accountants of the Company for the fiscal year 1976. It is expected that representatives of such firm will be present at the Annual Meeting of Stockholders and will be provided the opportunity to make a statement if they desire to do so. It is also expected that representatives of Arthur Young & Company will be available to respond to appropriate questions at the meeting. It has been the custom of the Board of Directors of the Company to select the certified public accountants of the Company for each fiscal year at the Board's meeting following the Annual Meeting, and it is expected that Arthur Young & Company will be appointed by the Board to that position for 1977 at such meeting.

The members of the Audit Committee of the Board of Directors of the Company are Raymond M. Dunn, Robert C. Gluth and Harry F. Magnuson.

## TRANSACTION OF OTHER BUSINESS

At the date hereof, it is not anticipated that there will be any business to come before the meeting other than as stated in the Notice of Meeting. However, should any other business properly be presented to the meeting, the proxies will be voted in respect thereof in the discretion of the person or persons voting the proxies.

## ANNUAL REPORT

**A copy of the Company's annual report on Form 10-K, including the financial statements and the schedules thereto, required to be filed with the Securities and Exchange Commission has been sent to each shareholder of record as of April 29, 1977. The Company will furnish a copy of said report to any beneficial owner of the Company's securities, at no cost to the shareholder, upon receipt of a written request from such person addressed to the Secretary of the Company. Each request must set forth a good faith representation that, as of the record date for the annual meeting, the person making the request was a beneficial owner of securities entitled to vote at the meeting.**

## EXPENSE OF SOLICITATION

The entire expense of preparing, assembling and mailing the proxy statement, form of proxy and the other material used in the solicitation of proxies will be paid by the Company. In addition to the solicitation of proxies by mail, arrangement may be made with brokerage houses and other custodians, nominees and fiduciaries to send proxy material to their principals, and the Company will reimburse them for their expenses in so doing. Officers and regular employees of the Company may request the return of proxies personally, by telephone or telegram. The extent to which this will be necessary depends entirely on how promptly proxies are received, and shareholders are urged to send in their proxies without delay.

By Order of the Board of Directors

THOMAS L. SEIFERT
*Secretary*

Chicago, Illinois
May 9, 1977



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**EXHIBIT A**

## AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 15th day of March, 1977, pursuant to Section 252 of the General Corporation Law of the State of Delaware, between RegO Company, a Delaware corporation, and Golconda Corporation, an Idaho corporation.

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation; and

WHEREAS, said RegO Company, a corporation organized under the laws of the State of Delaware, by its Certificate of Incorporation which was filed in the office of the Secretary of State of Delaware on November 9, 1976 and recorded in the office of the Recorder of Deeds for the County of New Castle on November 9, 1976, has an authorized capital stock consisting of one hundred (100) shares of common stock of the par value of Ten Dollars ($10.00) each, of which stock one hundred (100) shares is now issued and outstanding and shall be cancelled upon the effective date of the merger contemplated hereby.

WHEREAS, said Golconda Corporation, a corporation organized under the laws of the State of Idaho by its Articles of Incorporation which was filed in the office of the Secretary of State of Idaho on January 18, 1927 and recorded in the office of the Recorder of Deeds for the County of Shoshone on January 14, 1927, has an authorized capital stock consisting of eight million five hundred thousand (8,500,000) shares of which seven million five hundred thousand (7,500,000) shares shall be common stock without par value and one million (1,000,000) shall be convertible preferred stock having a par value of $1.00 per share, of which stock 380,902 shares of preferred and 2,774,392 shares of common are now issued and outstanding; and

WHEREAS, the registered office of said RegO Company in the State of Delaware is located at 100 West Tenth Street in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is The Corporation Trust Company; and the registered office of Golconda Corporation in the State of Idaho is located at P.O. Box 469 in the City of Wallace, County of Shoshone, and the name of its registered agent at such address is Mr. Wray Featherstone:

NOW, THEREFORE, the corporations, parties to this agreement in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: RegO Company hereby merges into itself Golconda Corporation and said Golconda Corporation shall be and hereby is merged into RegO Company, which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of RegO Company, as amended herein, is set forth in its entirety and attached hereto as Appendix 1 and all the terms and provisions thereof are hereby incorporated in this Agreement and made a part hereof with the same force and effect as if herein set forth in full; and from and after the effective date of the merger and until further amended as provided by law said Appendix 1 separate and apart from this Agreement of Merger shall be, and may be separately certified as, the Certificate of Incorporation, as amended, of the surviving corporation.

THIRD: Each share of Common Stock and each share of Convertible Preferred Stock of the merged corporation which shall be outstanding on the effective date of this Agreement and all rights in respect thereof shall forthwith be changed and converted, respectively, into one share of Common Stock and one share of Convertible Preferred Stock of the surviving corporation without any further action by the shareholders thereof.

FOURTH: The terms and conditions of the merger are as follows:

(a) The bylaws of the surviving corporation as they shall exist on the effective date of this agreement shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided, except that such changes shall be made initially in order to delete inapplicable references to the state of incorporation, the corporate name, the address of the registered office and inapplicable dates.



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(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of Delaware. However, for all accounting purposes the effective date of the merger shall be as of the close of business on June 30, 1977.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation, respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding this agreement may be terminated and abandoned by the board of directors of any constituent corporation at any time prior to the date of filing the agreement with the Secretary of State.

IN WITNESS WHEREOF, the parties to this agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors have caused these presents to be executed by the President and attested by the Secretary of each party hereto.

GOLCONDA CORPORATION

ATTEST:

By /s/ Thomas L. Seifert
*Secretary*

By /s/ John R. Morrill
*President*

RegO Company

ATTEST:

By /s/ Thomas L. Seifert
*Secretary*

By /s/ John R. Morrill
*President*

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**APPENDIX 1 TO**
**EXHIBIT A**

**CERTIFICATE OF INCORPORATION**
**OF**
**RegO COMPANY**

ARTICLE 1: The name of the corporation is RegO Company.

ARTICLE 2: The address of its registered office in the State of Delaware is 100 West Tenth Street in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE 3: The duration of the corporation is perpetual.

ARTICLE 4: The purpose or purposes for which the corporation is organized are:

To buy, sell, design, engineer, manufacture, create and repair special machines, machine parts, jigs, tools, dies, fixtures, precision parts, and any other product in any manner similar thereto.

To manufacture, assemble, buy, sell, hire, install, research and develop, distribute or dispose of electromechanical components and assemblies, guidance components and assemblies, electropneumatic components and assemblies, precise instrumentation components and assemblies and all kinds of goods, wares, merchandise, manufactures, commodities, machinery, tools, supplies and products, appliances, devices or equipment, of every kind and nature.

To design, develop, manufacture, buy or market various types of control devices, regulators, valves, welding devices, and any other devices of electrical and/or mechanical nature.

To design, develop, manufacture, buy or market food serving devices and facilities including, but not limited to, display cases, refrigerators, serving counters, warming devices, carbonators, dispensers of liquids or semi-solid foods, ice cream makers, coffee makers, utensils and other devices used in the preparation, storage, serving and clean up of food or other materials used or consumed by humans. Generally to engage in and conduct any form of manufacturing or mercantile enterprise.

To locate, buy, acquire, own, lease, sell, convey and deal in mines, and mineral lands of every kind and nature and description, also purchase, locate or otherwise acquire, own, enter or lease, sell and deal in mill sites, water rights and terminal facilities; to work, prospect, or develop mines and mineral lands of every nature or description, either for itself or for other companies, corporations or individuals upon such terms or for such remuneration as it shall deem fit and proper and to accept, take and hold mineral lands of every nature or description, either as an entirety or any interest in the same; to hold, purchase or otherwise acquire or be interested in, and to sell, assign, pledge or otherwise dispose of, shares of the capital stock, bonds, or other evidence of debt issued or created by any other corporation; whether foreign or domestic, and whether now or hereafter organized; and while the holder of any such shares of stock, to exercise all the rights and privileges of ownership, including the right to vote thereon to the same extent, as a natural person might or could do; to do everything that may be necessary or proper in the conduct of its business in the way of locating, prospecting, developing, acquiring, buying and selling mineral lands and mining claims of every kind, nature and description, and working such mines and the production of ores and minerals therefrom, and in the reducing such ores and minerals to the most merchantable value, and in doing the same, to contract, build, buy, sell, own and operate all necessary mills, smelters, machinery, roads, railroads, tramways, ditches, flumes, and such other property as shall be fit and necessary in carrying out the objects herein stated; to sell, buy and lease mines and mining property of all kinds and property of every kind and nature and description, useful and necessary in operating and maintaining the same, and in reducing the ores and in refining the minerals taken therefrom upon commission, whether such commission be paid in money or otherwise; to erect buildings, operate saw-mills and engage in trade of every kind both in stores and provisions, steam and other transportation, road building and engineering, freighting and carrying.



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To conduct a general mining, milling and smelting business.

To purchase, secure, use, own and enjoy any and all franchises useful and beneficial for the prosecution of the business of this corporation.

To exercise the right of eminent domain according to law and condemn and acquire rights of way for tunnels, shafts, hoisting works, dumps, cuts, ditches, canals, reservoirs, storage basins, dams, roads, railroads and tramways incident, necessary or convenient for the uses and purposes and objects of this corporation and do all such things incident to the general business of this corporation in the State of Delaware, in the other states and territories of the United States and elsewhere, that this corporation may desire or conclude to do business.

To buy and sell ores, bullion, metals, minerals and concentrates, and all other materials and supplies, and to reduce ores and minerals for pay.

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connecion with any business of this corporation.

To acquire by purchase, subscription, or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trusts, receipts and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To borrow or raise monies for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof, and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, and to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, all or any of the corporation's property and assets, or any interest therein, wherever situated.

To enter into partnership or joint venture agreements with other corporations, partnerships or individuals.

In general, to possess and exercise all the powers and privileges granted by the Delaware Corporation Law or by any other law of Delaware or by this document together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the corporation.



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The business and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this document, but the business and purposes specified in each of the foregoing clauses of this article shall be regarded as independent business and purposes.

ARTICLE 5: The total number of shares of stock which RegO shall have authority to issue is eight million, five hundred thousand (8,500,000) of which seven million, five hundred thousand (7,500,000) shares shall be common stock having a par value of $.01 per share and one million (1,000,000) shall be convertible preferred stock having a par value of $1.00 per share. All such shares shall be fully paid and non-assessable.

Each share of preferred stock of RegO shall be convertible into one and one-half shares of the common stock of RegO upon surrender to the corporation of the certificates of convertible preferred stock so to be converted, duly assigned in blank for transfer. No adjustment of dividends will be made upon the exercise of the conversion privilege.

RegO shall not be required to issue fractional shares of common stock in exchange for shares of its convertible preferred stock. If any fractional interest is due any holder of its preferred stock, the Board of Directors of RegO may at its election (i) issue non-voting scrip for such fractional interest in such form as the Board of Directors may determine, which scrip shall be exchangeable within a period of one year following the date of this issue, together with other scrip, for one or more full shares of common stock, or (ii) pay an amount in cash equal to the current market value of such fractional interest, calculated to the nearest cent, computed on the basis of the last reported sales price for such common shares on the Pacific Stock Exchange on the date of conversion.

The holders of the convertible preferred stock shall be entitled to receive, when and as declared, dividends at the rate of $1.00 per share per annum payable quarterly. The dividends on the said preferred stock shall be cumulative and shall be payable before any dividends on the common shall be paid or set apart. If in any year, the dividends declared and paid upon the said preferred stock shall not amount to $1.00 per share, the deficency shall be payable before any dividends shall be thereafter paid upon or set apart for the common stock; provided, however, that whenever all cumulative dividends on the said preferred stock for all previous years shall have been declared and become payable, and the accrued quarterly installments for the current year shall have been declared, and the corporation shall have paid such cumulative dividends for previous years, and such accrued quarterly installments, or shall have set aside from its surplus or net profits a sum sufficient for the payment thereof, the Board of Directors may declare dividends on the common stock payable then or thereafter out of any remaining surplus or net profits.

The convertible preferred shares shall be preferred as to assets as well as dividends, as aforesaid, and upon the dissolution, liquidation or winding up of the corporation, the holders of said preferred shares shall be entitled to receive and be paid for each said preferred share, out of the assets of the corporation (whether capital or surplus) $42.00 per share where such event is voluntary or $37.50 per share where such event is involuntary, plus an amount equal to dividends accumulated and unpaid thereon, whether earned or declared or not, before any distribution of assets shall be made to the holders of common shares, but the holders of said preferred shares shall not be entitled to further participation in such distribution, and the holders of the common shares shall be entitled, to the exclusion of the holders of said preferred shares, to all assets of the corporation remaining after payment to the holders of the said preferred shares of the full preferential amount aforesaid.

Neither a consolidation nor merger of the corporation with or into any other corporation, nor a merger of any other corporation into the corporation, nor the purchase or redempion of all or any part of the oustanding shares of any class or classes of stock of the corporation, nor the sale or transfer of the property and business of the corporation as or substantially as an entirety, shall be construed to be a liquidation, dissolution, or winding up of the corporation within the meaning of the foregoing provisions.

The holders of the convertible preferred shares shall be entitled to one vote for each share held and shall have the power to vote cumulatively for the election of directors. The said preferred shares and the common shares shall vote together as one class.



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The corporation, at its option to be exercised by its Board of Directors, may redeem in whole or in part the convertible preferred shares at any time, at $37.50 per share, plus an amount equal to dividends accumulated and unpaid thereon, whether earned or declared or not. Payment of the redemption price of the said preferred shares shall be made in cash. Notice of such redemption, stating the redemption date, the redemption price and the place of payment thereof shall be given by mailing a copy of such notice at least thirty (30) days prior to the date fixed for redemption to the holders of record of the said preferred shares to be redeemed at their respective addresses as the same appear on the books of the corporation. If such notice of redemption shall have been duly given and if on or before the redemption date specified in such notice all funds necessary for such redemption shall have been set aside so as to be available therefor, then notwithstanding that any certificate for said preferred shares so called for redemption shall not have been surrendered for cancellation, the shares represented thereby shall no longer be deemed outstanding, the right to receive dividends thereon shall cease to accrue from and after the date of redemption so fixed and all rights with respect to such preferred shares so called for redemption not theretofore expired shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable upon redemption thereof, but without interest.

Convertible preferred shares which are redeemed, purchased or otherwise acquired by the corporation shall be cancelled and shall not be reissued.

In case the corporation shall at any time or from time to time subdivide the outstanding shares of common stock into a greater number of shares, then with respect to each such subdivision the number of shares of common stock deliverable upon conversion of each share of convertible preferred stock hereby designated shall be increased in proportion to the increase resulting from such subdivision in the number of outstanding shares of common stock; and in case the corporation shall at any time, or from time to time, combine the outstanding shares of common stock into a smaller number of shares, then with respect to such combination the number of shares of common stock deliverable upon the conversion of each share of convertible preferred stock hereby designated shall be decreased in proportion to the decrease resulting from such combination in the number of outstanding shares of common stock.

In case, prior to the conversion or redemption of the convertible preferred stock, the corporation shall be recapitalized by reclassifying its outstanding common stock into shares with a different par value or shall thereafter reclassify any such shares in like manner, or the corporation or a successor corporation shall consolidate or merge with or convey all or substantially all its or any successor corporations properly or assets to any other corporation or corporations, the holder of the convertible preferred stock shall thereafter have the right to convert pursuant to and on the terms and conditions and during the time specified herein, in lieu of the shares theretofore convertible, such shares of stock, securities or assets as may be issued or payable with respect to, or in exchange for, the number of shares theretofore receivable upon the conversion of the said preferred stock had such recapitalization, consolidation, merger or conveyance not taken place; and in any such event, the rights of the holder of said preferred shares to an adjustment in the number of common shares into which said preferred stock is convertible shall continue and be preserved in respect of any stock, securities or assets which the holder of said preferred stock is thus entitled.

In the event:

(A) The corporation shall take a record of the holders of its common stock for the purpose of entitling them to receive a dividend otherwise than in cash, or any other distribution in respect of the common stock (including cash), pursuant to, without limitation, any spin-off, split-off or distribution of the corporation's assets; or

(B) The corporation shall take a record of the holders of its common stock for the purpose of entitling them to subscribe for or purchase any shares of stock of any class or to receive any other rights; or

(C) Of any classification, reclassification, or other reorganization of the capital stock of the corporation, consolidation or merger of the corporation with or into another corporation or conveyance of all or substantially all of the assets of the corporation; or



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(D) Of the voluntary or involuntary dissolution, liquidation or winding up of the corporation;

then, and in any such case, the corporation shall mail to the holders of convertible preferred stock, at least twenty (20) days prior to such record date, a notice stating the date or expected date on which a record is to be taken for the purpose of such dividend, distribution or rights, or the date on which such classification, reclassification, reorganization, consolidation, merger, conveyance, dissolution, or winding up is to take place, as the case may be.

In case the corporation, at any time while convertible preferred stock shall remain issued and outstanding, shall sell all or substantially all its property or dissolve, liquidate or wind up its affairs, the holder of said preferred stock may thereafter receive upon conversion thereof in lieu of each share of common stock of the corporation which such holder would have been entitled to receive, the same kind and amount of any securities or assets as may be issuable, distributable, or payable upon any such sale, dissolution, liquidating or winding up with respect to each share of common stock of the Company.

ARTICLE 6: At all elections of directors of RegO, each common and convertible preferred stockholder shall be entitled to as many votes as shall equal the number of votes which (except for such provision as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director or may distribute them among the number to be voted for, or for any two or more of them as he may see fit.

ARTICLE 7: No common or preferred stockholder of RegO shall by reason of his holding shares of any class have any preemptive or preferential right to purchase or subscribe to any shares of any class of the corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such stockholder, other than such rights, if any, as the Board of Directors, in its discretion from time to time may grant, and at such price as the Board of Directors in its discretion may fix; and the Board of Directors may issue shares of any class of RegO, or any notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class, without offering any such shares of any class, either in whole or in part, to the existing shareholders of any class.

ARTICLE 8: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of RegO is expressly authorized:

To make, alter or repeal the by-laws of RegO except as otherwise provided for in the by-laws.

To authorize and cause to be executed mortgages and liens upon the real and personal property of RegO.

To set apart out of any of the funds of RegO available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By a majority of the whole Board, to designate one or more committees, each committee to consist of two or more directors of RegO. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution or in the by-laws of RegO, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of RegO, and may authorize the seal of the corporation to be affixed to all papers which may require it; provided, however, the by-laws may provide that in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called upon



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such notice as is required by statute, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all or substantially all of the property and assets of RegO, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of RegO.

ARTICLE 9: Meetings of stockholders may be held within or without the State of Delaware as the by-laws may provide. The books of RegO may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the by-laws of the corporation. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

ARTICLE 10: The corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE 11: All outstanding options, agreements, warrants and other rights to purchase or otherwise receive or acquire shares of stock of Astro Controls, Inc. or Golconda Corporation shall be deemed options, agreements, warrants, or other rights, as the case may be, to purchase or otherwise receive or acquire under the same circumstances a number of shares of the common or convertible preferred stock of RegO at the applicable exchange ratio.

ARTICLE 12: The business of the corporation shall be managed by a Board of Directors elected by the stockholders at any annual or special meeting of stockholders. Directors of the corporation need not be stockholders. The number of such directors shall be not less than seven (7) nor more than eleven (11). The exact number of directors shall be fixed by the by-laws of the corporation. Vacancies in the Board of Directors shall be filled by the remaining members of the Board and each person so elected shall be a director of the corporation until his successor shall have been elected.

ARTICLE 13: The name and mailing address of each incorporator is as follows:

| *Name* | *Mailing Address* |
|---|---|
| F. J. Obara, Jr. | 100 West Tenth Street<br>Wilmington, Delaware 19801 |
| W. J. Reif | 100 West Tenth Street<br>Wilmington, Delaware 19801 |
| R. F. Andrews | 100 West Tenth Street<br>Wilmington, Delaware 19801 |



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WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 24th day of September, 1976.

/s/ F. J. OBARA, JR. (SEAL)

/s/ W. J. REIF (SEAL)

/s/ R. F. ANDREWS (SEAL)



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APPENDIX 2 TO
EXHIBIT A

# RegO COMPANY

# BY-LAWS

## ARTICLE I
## Offices

Section 1. The registered office shall be The Corporation Trust Company, 100 West Tenth Street, in the City of Wilmington, County of New Castle, State of Delaware.

Section 2. The corporation may also have offices at such other places both within and without the State of Delaware as the board of directors may from time to time determine or the business of the corporation may require.

## ARTICLE II
## Meetings of Stockholders

Section 1. All meetings of the stockholders for the election of directors shall be held in the City of Chicago, State of Illinois, at such location as may be fixed from time to time by the board of directors, or at such other city as shall be designated from time to time by the board of directors and stated in the notice of the meeting.

Section 2. Annual meetings of stockholders, commencing with the year 1978, shall be held on the third Friday of June, if not a legal holiday, and if a legal holiday, then on the next secular day following, at 9:00 A.M., or at such other date and time as shall be designated from time to time by the board of directors and stated in the notice of the meeting, at which they shall elect by cumulative voting a board of directors, and transact such other business as may properly be brought before the meeting.

Section 3. Written notice of the annual meeting stating the place, date and hour of the meeting shall be given to each stockholder entitled to vote at such meeting not less than ten nor more than fifty days before the date of the meeting.

Section 4. There shall be prepared, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

Section 5. Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute or by the certificate of incorporation, may be called by the president and shall be called by the president or secretary at the request in writing of a majority of the board of directors, or at the request in writing of stockholders owning a majority in amount of the entire capital stock of the corporation issued and outstanding and entitled to vote. Such request shall state the purose or purposes of the proposed meeting.



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Section 6. Written notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called, shall be given not less than ten nor more than fifty days before the date of the meeting, to each stockholder entitled to vote at such meeting.

Section 7. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice.

Section 8. The holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute or by the certificate of incorporation. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting, at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 9. When a quorum is present at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before the meeting, unless the question is one upon which by express provision of the statutes or of the certificate of incorporation a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 10. Each stockholder shall at every meeting of the stockholders be entitled to one vote in person or by proxy for each share of the capital stock having voting power held by such stockholder, but no proxy shall be voted more than eleven months from its date, unless the proxy provides for a longer period, then, in no event longer than three years. At all elections of directors, each stockholder shall be entitled to as many votes as shall equal the number of shares voted by them multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or for any two or more of them as he may see fit.

Section 11. Whenever the vote of stockholders at a meeting thereof is required or permitted to be taken for or in connection with any corporate action, by any provision of the statutes, the meeting and vote of stockholders may be dispensed with if all of the stockholders who would have been entitled to vote upon the action if such meeting were held shall consent in writing to such corporate action being taken; or if the certificate of incorporation authorizes the action to be taken with the written consent of the holders of less than all of the stock who would have been entitled to vote upon the action if a meeting were held, then on the written consent of the stockholders having not less than such percentage of the number of votes as may be authorized in the certificate of incorporation; provided that in no case shall the written consent be by the holders of stock having less than the minimum percentage of the vote required by statute for the proposed corporate action, and provided that prompt notice must be given to all stockholders of the taking of corporate action without a meeting and by less than unanimous written consent.

## ARTICLE III
### Directors

Section 1. The number of directors which shall constitute the whole board shall be eight. The directors shall be elected at the annual meeting of the stockholders, except as provided in Section 2 of this Article, and each director elected shall hold office until his successor is elected and qualified. Directors need not be stockholders.

Section 2. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, though less than a quorum,

or by the sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced. If there are no directors in office, then an election of directors may be held in the manner provided by the laws of Delaware. If, at the time of filling any vacancy or any newly created directorship, the directors then in office shall constitute less than a majority of the board, such directors, even though less than a quorum, shall be authorized to fill such vacancies.

Section 3. The business of the corporation shall be managed by its board of directors which may exercise all such power of the corporation and do all such lawful acts and things as are not by statute or by the certificate of incorporation or by these by-laws directed or required to be exercised or done by the stockholders.

***Meetings of the Board of Directors***

Section 4. The board of directors of the corporation may hold meetings, both regular and special, either within or without the State of Delaware.

Section 5. The first meeting of each newly elected board of directors shall be held immediately following the annual meeting of stockholders and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present. In the event such meeting is not held, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the board of directors, or as shall be specified in a written waiver signed by all of the directors.

Section 6. Regular meetings of the board of directors may be held without notice at such time and at such place as shall from time to time be determined by the board.

Section 7. Special meetings of the board may be called by the president on two days' notice to each director, either personally or by mail or by telegram; special meetings shall be called by the president or secretary in like manner and on like notice on the written request of two directors.

Section 8. Except as provided in Article III, Section 2, at all meetings of the board, a majority of directors shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the board of directors, except as may be otherwise specifically provided by statute or by the certificate of incorporation. If a quorum shall not be present at any meeting of the board of directors the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 9. Unless otherwise restricted by the certificate of incorporation or these by-laws, any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting, if all members of the board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the board or committee.

***Committees of Directors***

Section 10. The board of directors may, by resolution passed by a majority of the whole board, designate one or more committees, each committee to consist of two or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member of any meeting of the committee. Any such committee, to the extent provided in the resolution, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; provided, however, that in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may



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unanimously appoint another member of the board of directors to act at the meeting in place of such absent or disqualified member. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the board of directors.

Section 11. Each committee shall keep regular minutes of its meetings and report the same to the board of directors when required.

***Compensation of Directors***

Section 12. The directors may be paid their expenses, if any, of attendance at each meeting of the board of directors and may be paid a fixed sum for attendance at each meeting of the board of directors or a stated salary as a director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed compensation for attending committee meetings.

## ARTICLE IV
## Notices

Section 1. Whenever, under the provisions of the statutes or of the certificate of incorporation or of these by-laws, notice is required to be given to any director or stockholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such director or stockholder, at his address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to directors may also be given by telegram.

Section 2. Whenever any notice is required to be given under the provisions of the statutes or of the certificate of incorporation or of these by-laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

## ARTICLE V
## Officers

Section 1. The officers of the corporation shall be chosen by the board of directors, and shall be a chairman of the board, a vice chairman of the board, a chairman of the executive committee, a president, an executive vice president, a vice president, a secretary and a treasurer. The board of directors may also choose additional vice presidents, and one or more assistant secretaries and assistant treasurers. Any number of offices may be held by the same person, unless the certificate of incorporation or these by-laws otherwise provide.

Section 2. The board of directors at its first meeting after each annual meeting of stockholders shall choose a chairman of the board, a vice chairman of the board, a president, an executive vice president, one or more vice presidents, a secretary and a treasurer.

Section 3. The board of directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board.

Section 4. The salaries of all officers and agents of the corporation shall be fixed by the board of directors.

Section 5. The officers of the corporation shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the board of directors may be removed at any time by the affirmative vote of the board of directors. Any vacancy occurring in any office of the corporation shall be filled by the board of directors.



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***The Chairman of the Board and Vice Chairman of the Board***

Section 6. The chairman of the board shall preside over the meetings of the board of directors and of the stockholders, and shall perform such other services as are assigned to him by the board of directors. In the absence of the chairman or in the event of his inability or refusal to act, the vice chairman shall perform the duities of the chairman, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the chairman.

***The President***

Section 7. The president shall be the chief executive officer of the corporation, shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the board of directors are carried into effect. He shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the corporation.

***The Executive Vice President and Vice Presidents***

Section 8. The executive vice president shall be the chief operating officer of the corporation. In the absence of the president or in the event of his inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice presidents shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

***The Secretary and Assistant Secretaries***

Section 9. The secretary shall attend all meetings of the board of directors and all meetings of the stockholders and record all the proceedings of the meetings of the corporation and of the board of directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he shall be. He shall have custody of the corporate seal of the corporation and he, or an assistant secretary, shall have the authority to affix the same to any instrument requiring it, and when so affixed, it may be attested by his signature or by the signature of such assistant secretary. The board of directors may give general authority to any other officer to affix the seal of the corporation and to attest the affixing by his signature.

Section 10. The assistant secretary, or if there be more than one, the assistant secretaries in the order determined by the board of directors (or if there be no such determination, then in the order of their election), shall, in the absence of the secretary or in the event of his inability or refusal to act, perform the duties and exercise the power of the secretary and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

***The Treasurer and Assistant Treasurers***

Section 11. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name of and to the credit of the corporation in such depositories as may be designated by the board of directors.

Section 12. He shall disburse the funds of the corporation as may be ordered by the board of directors, taking proper vouchers for such disbursements, and shall render to the president and the board of directors, at its regular meetings, or when the board of directors so requires, an account of all his transactions as treasurer and of the financial condition of the corporation.



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Section 13. If required by the board of directors, he shall give the corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the board of directors for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

Section 14. The assistant treasurer, or if there shall be more than one, the assistant treasurers in the order determined by the board of directors (or if there be no such determination, then in the order of their election), shall, in the absence of the treasurer or in the event of his inability or refusal to act, perform the duties and exercise the powers of the treasurer and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

## ARTICLE VI
### Indemnification of Officers and Directors

Section 1. Any present or future director or officer, or the executor, administrator or other legal representative of any such director or officer, shall be indemnified by the corporation against reasonable costs, expenses (exclusive of any amount paid to the corporation in settlement), judgments, fines, amounts paid in settlement of any action, suit or proceedings, and counsel fees paid or incurred in connection with any action, suit or proceeding to which any such director or officer or his executor, administrator or other legal representative may hereafter be made a party by reason of his being or having been such director or officer; provided, (1) said action, suit or proceeding shall be prosecuted against such director or officer or against his executor, administrator or other legal representative to final determination, and it shall not be finally adjudged in said action, suit or proceeding that he had been derelict in the performance of his duties as such director or officer, or (2) said action, suit or proceeding shall not be settled or otherwise terminated as against such director or officer or his executor, administrator or other legal representative without a final determination on the merits, and it shall be determined that such director or officer had not in any substantial way been derelict in the performance of his duties as charged in such action, suit or proceeding, such determination to be made by a majority of the members of the board of directors who were not parties to such action, suit or proceeding, though less than a quorum, or by any one or more disinterested persons to whom the question may be referred by the board of directors. For purposes of the preceding sentence: (a) "action, suit or proceeding" shall include every action, suit or proceeding, civil, criminal, or other; (b) the right of indemnification conferred thereby shall extend to any threatened action, suit or proceeding and the failure to institute it shall be deemed its final determination; (c) the termination of an action, suit or proceeding by a plea of nolo contendere or other like plea shall not constitute a final determination on the merits; (d) a judgment of conviction in any criminal action, suit or proceeding shall not constitute a determination that the person so convicted has been derelict in the performance of his duties if it is determined by a majority of the members of the board of directors who were not a party thereto, though less than a quorum, or by one or more disinterested persons in the manner provided in the preceding sentence that the person so convicted acted in good faith, for a purpose which he reasonably believed to be in the best interests of the company and that he had no reasonable cause to believe that his conduct was unlawful; and (e) advances may be made by the company against costs, expenses and fees as, and upon the terms, determined by the board of directors. The corporation shall indemnify an employee who is not an officer to the same extent that it does an officer. The foregoing right indemnification shall not be exclusive of any other rights to which any director or officer may be entitled as a matter of law or which may be lawfully granted to him; and the indemnification hereby granted by the company shall be in addition to and not in restriction or limitation of any other privilege or power which the corporation may lawfully exercise with respect to the indemnification or reimbursement of directors, officers or employees.

Section 2. No director, officer or employee of the Company shall have any position with or a substantial interest in any other business enterprise operated for a profit, the existence of which would conflict or might reasonably be supposed to conflict with the proper performance of his Company duties or responsibilities, or which tend to affect his independence of judgment with respect to transactions



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between the Company and such other business enterprise, without full and complete disclosure thereof to the Board of Directors. Each director, officer or employee who has such a conflicting or possible conflicting interest with respect to any transaction which he knows is under consideration by the Board or any of its Committees, is required to make timely disclosure thereof so that it may be part of the directors' consideration of the transaction. The Board of Directors, who may act through an appropriate Committee, shall adopt such regulations and procedures as shall from time to time appear to them sufficient to secure compliance with the above policy.

## ARTICLE VII
## Certificates of Stock

Section 1. Every holder of stock in the corporation shall be entitled to have a certificate in the name of the corporation bearing the signature or a facsimile thereof of the chairman of the board of directors or the president or a vice president and the treasurer or an assistant treasurer, or the secretary or an assistant secretary of the corporation, certifying the number of shares owned by him in the corporation.

Section 2. Where a certificate is countersigned (1) by a transfer agent, or, (2) by a registrar, such signature on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue..

***Lost Certificates***

Section 3. The board of directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate to be lost, stolen or destroyed. When authorizing such issue of a new certificate or certificates, the board of directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require and/or give the corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

***Transfers of Stock***

Section 4. Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

***Fixing Record Date***

Section 5. In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporation action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the board of directors may fix, in advance of such action, a record date, which shall not be more than one hundred and eighty nor less than ten days before the date of such meeting, nor more than one hundred and eighty days prior to any other action. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the board of directors may fix a new record date for the adjourned meeting. In the event dividends are declared, stock transfer books will not be closed but the transfer agent will take a record of all stockholders entitled to the dividend without actually closing the books for transfers of stock.



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***Registered Stockholders***

Section 6. The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and shall not be bound to recognize any equitable or other claim to interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

## ARTICLE VIII
## General Provisions

***Dividends***

Section 1. Dividends upon the capital stock of the corporation, subject to the provisions of the certificate of incorporation, if any, may be declared by the board of directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the certificate of incorporation.

Section 2. Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purpose as the directors shall think conducive to the interest of the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

***Annual Statement***

Section 3. The board of directors shall present at each annual meeting, and at any special meeting of the stockholders when called for by vote of the stockholders, a full and clear statement of the business and condition of the corporation.

***Checks***

Section 4. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

***Fiscal Year***

Section 5. The fiscal year of the corporation shall be determined by the board of directors.

***Seal***

Section 6. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Delaware". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

## ARTICLE IX
## Amendments

Section 1. These by-laws may be altered, amended or repealed or new by-laws may be adopted by the stockholders or by the board of directors.



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**EXHIBIT B**

[Sections 30-150 and 30-156 of the Idaho Business Corporation Act]

***30-150. Rights of Shareholders to Certain Corporate Action.***

1. If a corporation has authorized the sale, lease or exchange of all its assets, in accordance with the provisions of section 30-145, at a time when it is to meet its liabilities then matured, or has, in accordance with the provisions of sections 30-146 ["Amendments of Articles of Incorporation"; not applicable here], 30-147, ["Articles of Amendment—Contents—Subscriptions—Filing and Recording"; not applicable here], 40-148, ["Provisions Relating to Certain Amendments"; not applicable here], *or 30-160,* ["Extending Term of Corporate Existence"; not applicable here] authorized an amendment which changes the corporate purposes, extends the duration of the corporation, or changes the rights of the holders of any outstanding shares, a shareholder who did not vote in favor of such corporate action *or a shareholder of a corporation who has objected to a proposal to extend the term of corporate existence of such corporation under the provisions of section 30-160* may, within twenty (20) days after the date upon which such action was authorized, object thereto in writing and demand payment for his shares.

2. If, after such demand by a shareholder, the corporation and the shareholder cannot agree upon the value of the shares at the time such corporate action was authorized, such value shall be ascertained by three (3) disinterested persons, one of whom shall be named by the shareholder, another by the corporation and the third by the two (2) thus chosen. The finding of the appraisers shall be final, and if their award is not paid by the corporation within thirty (30) days after it is made, it may be recovered in an action by the shareholder against the corporation. Upon payment by the corporation to the shareholder of the agreed or awarded price of shares, the shareholder shall forthwith transfer and assign the shares held by him at, and in accordance with the request of the corporation.

3. A shareholder shall not be entitled to payment for his shares under the provisions of this section unless the value of the corporate assets which would remain after such payment would be at least equal to the aggregate amount of its debts and liabilities exclusive of capital stock.

***30-156. Rights of Dissenting Shareholders.***

When a corporation has become a party to a merger or consolidation agreement, as hereinbefore provided, any shareholder of such a corporation who did not vote in favor of such merger or consolidation at the meeting at which the merger or consolidation was authorized, may, at any time within twenty (20) days after such authorization was given, object thereto in writing and demand payment for his shares, and have the value of his shares appraised as provided in section 30-150, all of the provisions of which section shall in all respects be applicable. The liability of such corporation to such dissenting shareholder for the value of his shares so agreed upon or awarded shall also be a liability of the surviving or new corporation, as the case may be.



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